

## EXHIBIT A

LAW OFFICES OF  
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January 28, 2010

Harborwalk, LP  
c/o Marcy E. Kurtz  
Bracewell & Giuliani, LLP  
711 Louisiana, Suite 2300  
Houston, Texas 77002Re: Case No. 10-80043; *In re Harborwalk, L.P.*; In the United States Bankruptcy  
Court for the Southern District of Texas (Galveston)

Dear Ms. Kurtz:

Compass Bank is willing to provide funding to the Harborwalk, L.P. bankruptcy estate in accordance with the Debtor's budgets for the months of February and March, 2010 attached hereto. Since there will be no need for the DIP Lender legal fees of \$40,000; administrative/monitoring fee of \$10,000; origination points of \$37,500; stand by fees of \$9,420 and \$7,868; or accrued interest expense of \$500 and \$14,589, we have calculated the Debtors' cash needs, based on the budget less the propose DIP fees, through March 2010 to be approximately \$885,000. Funding shall otherwise be in accordance with the existing Development Loan Agreement, as previously amended. Reference is made to the loan documents attached to Compass Bank's proof of claim. By way of summary, the terms of the foregoing funding shall be as follows:

Borrower:	Harborwalk, L.P.
Amount:	Up to a total of \$885,000.00
Term:	Through and including March 31, 2010
Collateral:	Advances will be secured by all existing liens, pledges and security interests held by CompassBank
Interest:	The interest rate on the advances would continue at 2% over prime. Currently the prime rate is 3.25%
Fees:	No Facility Fee or Unused Availability Fee

This financing proposed by Compass Bank saves the Debtor \$119,877.00 in cash flow expenditures over the proposed borrowing from Klein Equities, LLC. Furthermore, the interest

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rate from Compass Bank is currently 725 basis points lower than that quoted by Klein Equities, LLC (Compass at 5.25% compared to Klein at 12.5%). Additionally, no Section 364(d) relief is necessary as the collateralization of these post petition borrowings would be secured by Compass Bank's existing collateral.

Finally, please understand that the foregoing commitment expires on March 31, 2010, unless the parties otherwise agree to a further arrangement. In that connection, we have discussed having a meeting with the Borrower, Compass Bank and their attorneys next week to discuss longer term resolutions of this financing and the prompt conclusion of this bankruptcy case.

Very truly yours,

HIRSCH & WESTHEIMER, P.C.

By: 

Michael J. Durrschmidt

MJD/tcj